

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

STANADYNE LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10207 (TMH)

(Jointly Administered)

Docket Ref No. 365

**SUPPLEMENT TO FIRST INTERIM FEE APPLICATION OF
HUGHES HUBBARD & REED LLP**

Hughes Hubbard & Reed LLP (“Hughes Hubbard” or the “Firm”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby supplements the *First Interim Fee Application of Hughes Hubbard & Reed LLP* [Docket No. 365] (the “First Interim Application”) for the period from February 16, 2023 through April 30, 2023 (the “Application Period”) by attaching, as **Exhibits A** through **E** hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). In addition, Hughes Hubbard respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Application Period, Hughes Hubbard did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms, except that Hughes Hubbard’s rates reflect a ten percent (10%) discount from normal hourly rates of compensation for work of this character. In the Application Period, this results in a reduction of \$178,098.50. In addition, the First Interim Application also reflects a voluntary write-off of \$126,491.25 in fees.

¹. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

- b. The fees sought by Hughes Hubbard in the First Interim Application are 12% lower than the fees budgeted in the budget provided by Hughes Hubbard to the Debtors for the Application Period.
- c. The professionals included in the First Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.
- d. The First Interim Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. The time period covered by the First Interim Application includes approximately 5.80 hours with a value of \$6,525.00 spent by Hughes Hubbard to ensure that the time entries subject to the First Interim Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Hughes Hubbard's preparation of each monthly fee application.

Dated: June 14, 2023
New York, NY

/s/ Kathryn A. Coleman

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EXHIBIT A**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Hughes Hubbard's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys.

The blended rates charged by attorneys in the Firm's Corporate Reorganization Department for the services performed in the period of January 1, 2023 through April 30, 2023— on other matters are set forth below.

Also included below is January 1, 2023 through April 30, 2023 blended hourly rate information for attorneys in all departments of the Firm, excluding the Corporate Reorganization Department.

The First Interim Application had a higher blended aggregate rate compared to other matters as Hughes Hubbard partners and counsel were required to spend significant time addressing customer, vendor, and other counterparty issues and formulating a business plan, which resulted in the *Order (I) Approving Bidding Procedures, (II) Scheduling an Auction and a Sale Hearing, (III) Approving the Form and Manner of Notice Thereof, (IV) Establishing Notice and Procedures for the Assumption and Assignment and Sale of Contracts and Leases, and (V) Granting Related Relief* [Docket No. 276] entered by the Court on May 16, 2023.

In addition, Hughes Hubbard associates had a higher blended hourly rate compared to associates billing to other matters as the Chapter 11 Cases have involved an appropriate blend of junior to senior associates, to most efficiently staff the various tasks needed to progress the Debtors' sale and marketing process. The First Interim Application did not include any paraprofessional billings.

Category of Timekeeper	Blended Hourly Rate		
	Billed Corporate Reorganization Department ¹	Billed Firm-wide ²	Billed This First Interim Application
Partner	\$1,235	\$1,102	\$1,225
Counsel	\$1,180	\$819	\$1,123
Associate	\$795	\$669	\$832
Aggregated:	\$1,105	\$823	\$1,141

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1. This column reflects the blended rates for the period of January 1, 2023 through April 30, 2023 charged by the Firm for all services performed by Corporate Reorganization Department attorneys on matters other than the Firm's engagement by the Debtors.
 2. This column excludes blended hourly rates for the period of January 1, 2023 through April 30, 2023 for attorneys in the Firm's Corporate Reorganization Department.

EXHIBIT B**SUMMARY OF TIMEKEEPERS INCLUDED IN THE
FIRST INTERIM APPLICATION**

Timekeeper Name	Position	Department	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Kathryn A. Coleman	Partner	Corporate Reorganization	1983	1983	\$1,462.50	396.00	\$579,150.00
Christopher Gartman	Partner	Corporate Reorganization	2008	2007	\$1,057.50	567.30	\$599,919.75
Charles Wachsstock	Partner	Employee Benefits	1999	1997	\$1,395.00	4.60	\$6,417.00
Partner Total						967.90	\$1,185,486.75
Jeffrey S. Margolin	Counsel	Corporate Reorganization	2003	2002	\$1,125.00	204.30	\$229,837.50
Carol E. Remy	Counsel	Real Estate	1995	1994	\$1,035.00	5.30	\$5,485.50
Counsel Total						209.60	\$235,323.00
Drew Bader	Associate	Corporate	2022	2021	\$675.00	29.70	\$20,047.50
Elizabeth Beitler	Associate	Corporate Reorganization	2017	2016	\$945.00	36.20	\$34,209.00
Andrea Castro-Mendivil	Associate	Corporate	2022	2020	\$742.50	54.70	\$40,614.75
Justin Cohen	Associate	Tax	2015	2014	\$967.50	6.70	\$6,482.25
August Dinwiddie	Associate	Corporate Reorganization	2021	2020	\$675.00	26.80	\$18,090.00
Devon Pope	Associate	Corporate	2016	2015	\$922.50	97.80	\$90,220.50
Associate Total						251.90	\$209,664.00
Total Hours						1,429.40	
Total Requested*							\$1,630,153.50

* Hughes Hubbard's time entries in the First Interim Application total fees of \$1,630,473.75. Hughes Hubbard seeks allowance and payments of fees totaling \$1,630,153.50.

EXHIBIT C**BUDGET AND STAFFING PLAN**

STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate
Partner	3	\$1,185.34
Counsel	1	\$1,125.00
Associate (6 or more years since first admission)	1	\$945.00
Associate (less than 4 years since first admission)	2	\$675.00
Paralegal	1	\$328.50

BUDGETED FEES BY PROJECT CATEGORY

Project Category	Budgeted Hours	Budgeted Fees¹
Asset Analysis, Recovery and Valuation (Sale Process)	330.00	\$305,745.00
Assumption and Rejection of Leases and Contracts	10.00	\$9,265.00
Budgeting (Case)	17.00	\$15,750.50
Business Operations (Including First-Days)	390.00	\$361,335.00
Case Administration	120.00	\$111,180.00
Claims Administration	30.00	\$27,795.00
Corporate Governance and Board Matters	45.00	\$41,692.50
Employee Benefits and Pensions	16.00	\$14,824.00
Employment and Fee Applications	230.00	\$213,095.00
Financing and Cash Collateral	295.00	\$273,317.50
Meetings and Communications with Creditors	372.00	\$344,658.00
Plan and Disclosure Statement (Including Effectuation)	10.00	\$9,265.00
Real Estate	10.00	\$9,265.00
Regulatory	6.00	\$5,559.00
Relief from Stay and Adequate Protection	9.00	\$8,338.50
Reporting (including US Trustee Monthly & Schedules)	90.00	\$83,385.00
Tax	12.00	\$11,118.00
Total	1,992.00	\$1,845,588.00

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1. The Budgeted Fees is based on an Average Hourly Rate of \$926.50, which is the blended rate of all timekeepers in the Staffing Plan.

EXHIBIT D**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENTS***

Project Name	Hours	Fee Amount
Asset Analysis, Recovery and Valuation	337.50	\$341,817.75
Assumption and Rejection of Leases and Contracts	6.10	\$6,977.25
Budgeting (Case)	8.70	\$9,956.25
Business Operations (Including First-Days)	397.70	\$458,647.05
Case Administration	15.40	\$15,885.00
Claims Administration and Objections	4.20	\$4,410.00
Corporate Governance and Board Matters	25.60	\$37,440.00
Employee Benefits and Pensions	30.10	\$33,707.25
Employment and Fee Applications	165.80	\$190,791.00
Financing and Cash Collateral	256.80	\$317,283.75
Meetings and Communications with Creditors	127.00	\$155,292.75
Plan and Disclosure Statement (Including Effectuation)	2.40	\$3,510.00
Real Estate	6.60	\$7,182.00
Reporting (including US Trustee Monthly & Schedules)	43.20	\$45,141.75
Tax	2.30	\$2,432.25
TOTAL HOURS	1,429.40	
TOTAL REQUESTED		\$1,630,153.50

*Hughes Hubbard's time entries in the First Interim Application total fees of \$1,630,473.75.
 Hughes Hubbard seeks allowance and payments of fees totaling \$1,630,153.50.

Disbursement Summary		
Expense Category	Service Provider, if Applicable	Amount
Communications	Zoom	\$69.72
Research Services	Lexis	\$188.81
Research Services	Pacer	\$236.00
Research Services	Westlaw	\$2.18
TOTAL		\$496.71

EXHIBIT E

SUMMARY OF FIRST INTERIM APPLICATION	
Name of Applicant	Hughes Hubbard & Reed LLP
Name of Client	Debtors and Debtors in Possession
Time period covered by First Interim Application	February 16, 2023 through April 30, 2023
Total compensation sought during the Application Period	\$1,630,153.50
Total expenses sought during the Application Period	\$496.71
Petition Date	February 16, 2023
Retention Date	February 16, 2023
Date of order approving employment	March 28, 2023
Total compensation approved by interim order to date	\$0.00
Total expenses approved by interim order to date	\$0.00
Total allowed compensation paid to date	\$0.00
Total allowed expenses paid to date	\$0.00
Blended rate in the First Interim Application for all attorneys	\$1,140.67
Compensation sought in the First Interim Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$1,304,122.80
Expenses sought in the First Interim Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$496.71
Number of professionals included in the First Interim Application	11
If applicable, number of professionals in the First Interim Application not included in staffing plan approved by client	3 (specialists for employment, real estate and tax related to the sale and marketing process)
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amount Budgeted: \$1,845,588.00 Amount Sought: \$1,630,153.50 Amount Below Budget: \$215,434.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	3 (specialists for employment, real estate, and tax related to the sale and marketing process)
Are any rates higher than those approved or disclosed at retention?	No